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December 16, 2002

## VIA OVERNIGHT DELIVERY

K. David Waddell, Executive Secretary  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243

Re: Counsel Springwell Communications LLC and WorldxChange Corp.  
NOTICE OF NON-CONSUMMATION

Dear Mr. Waddell:

Counsel Springwell Communications LLC ("Counsel Springwell") and WorldxChange Corp. ("WorldxChange") (together "Parties"), by undersigned counsel, hereby advise the Authority that the Parties will not consummate their proposed *pro forma* intra-corporate reorganization (the "Reorganization").

On August 15, 2002, the Parties filed a letter advising the Authority of the Reorganization. Recently, for a variety of corporate and business related reasons, the Parties decided not to complete the Reorganization. Accordingly, the Parties advise the Authority that the proposed Reorganization will not proceed. The Parties respectfully request that the Authority update its records to reflect that the Parties' pre-Reorganization corporate structure will remain unchanged.

An original and thirteen (13) copies of this letter are enclosed. Please date stamp and return the extra copy of this filing in the self-addressed, postage-prepaid envelope provided. Questions regarding this filing may be directed to the undersigned.

Respectfully submitted,



William B. Wilhelm, Jr.  
Edward S. Quill, Jr.  
Brian McDermott

Counsel for the Parties